

5297 Money & Morals in the Courtroom and Boardroom**David Gerger & Kevin Lewis – 25369****Fall 2016****Room TBD – Monday, 4:00 – 5:40 pm****Course Syllabus****Course Description**

This class – taught by senior corporate law partner Kevin Lewis of Sidley Austin LLP and white collar criminal lawyer David Gerger of Quinn Emanuel Urquhart & Sullivan, LLP – explores the complexities in real legal issues you read about in the papers: Can you compete in Asia and Africa without bribing foreign officials when your foreign competition pays bribes? What is “insider trading?” When it comes to executive pay, do CEOs live in Lake Wobegon where every executive is “above average”? What’s the difference between “defending against” a government investigation and “obstructing” it? The course will investigate policy and moral implications that are considered – or ignored – by popular culture and often by the participants themselves. Reading materials and guest speakers will come from real cases and real situations, many of which were handled by the faculty.

Reading Materials

Reading materials will be distributed in advance of each class.

Laptops / Recording Devices

As a courtesy to our guest speakers, no recording devices or laptops may be used during class.

Class Participation and Method of Evaluation

Attendance and class participation will comprise 33% of your grade. A take-home 10-page final paper (which we will discuss later in the semester) will comprise 67% of your grade.

Office Hours

Office hours will be arranged at the request of any student. Professors Gerger & Lewis will be pleased to discuss topics raised in class and answer questions, and can be reached through email.

Contact Information

You are free to contact Professor Gerger at davidgerger@quinnemanuel.com, and Professor Lewis at klewis@sidley.com.

Class Topics

TOPICS ARE SUBJECT TO CHANGE DEPENDING ON GUEST SPEAKER AVAILABILITY

1. <u>Introduction:</u> <u>Do you Lie?</u> – <i>August 22</i>	Capitalism and litigation depend on “honesty,” so we start with a question: How often do you lie, and why?
Guest Speaker	None
2. <u>Foreign Bribery & the FCPA I</u> – <i>August 29</i>	Everyone does it. Should we let the Chinese get all the business? Why do we care if the Emir is skimming? What is the difference between an illegal “bribe” and a legal “facilitating payment?”
Guest Speaker	TBD – corporate executive
3. <u>Life or Death</u> – <i>September 12</i>	Death row cases recounted by one of Houston’s top criminal lawyers.
Guest Speaker	TBD – death penalty lawyer
4. <u>Lake Wobegon and Executive Pay</u> – <i>September 19</i>	How do public companies set top executive pay? How do you adjust any salary in the millions? Is every CEO above average? Should the government regulate compensation? Does disclosing the ratio of highest to lowest paid employee matter?
Guest Speakers	TBD – compensation committee member, corporate executives
5. <u>Life in an Oligopoly</u> – <i>September 26</i>	Everyone except Louis CK knows that air travel sucks. TSA. Lines. Charges for bags. Cramped spaces in economy. And prices that go up – even when fuel prices go down. Airlines are making record profits. The juxtaposition makes us mad. Is that logical? If you were a board member of an airline, would you have the airline behave differently so that we’re not so angry?
Guest Speaker	TBD – airline executive
6. <u>Fracking</u> – <i>October 3</i>	What happens when your experts tell you the opposite of what you read in the New York Times? When science and politics meet in the boardroom.
Guest Speakers	TBD – corporate executive debating environmental lawyer

7. <u>Going to Prison</u> – October 10	What is the purpose of punishment: Protection of society? “General” deterrence? “Retribution?” Rehabilitation? Can a white collar defendant be presumed to be more “ashamed” of her crime, and should she get a shorter sentence as a result?
Guest Speaker	TBD – federal judge
8. <u>Please Testify and Then Go to Prison</u> – October 17	Congress invites you to testify on a topic of national interest: do they really care what you say? Is it a furtherance of a national discussion, or just a perjury trap? Tales of Roger Clemens and the Mitchell Report.
Guest Speaker	TBD – defense counsel
9. <u>Enron</u> – October 24	The inside view.
Guest Speaker	TBD – former corporate executive
10. <u>Conflict Minerals and Other Disclosures</u> – October 31	Who made my iPhone? Is disclosure an effective mechanism to solve political problems in Africa? Why don’t we ban certain things we disapprove of, instead of requiring disclosure about them?
Guest Speakers	TBD – corporate executives
11. <u>Turning State’s Evidence</u> – November 7	How to handle the pressure to turn on your friends and testify – and what’s up with that pressure, anyway?
Guest Speaker	TBD – defense counsel
12. <u>Digital Privacy – What Does That Even Mean?</u> – November 14	When digitization meant counting on your fingers, the right to privacy generally involved location – were you in a private space or a public space. Now our lives exist in the digital world, and privacy concerns and countervailing interests are all evolving. So where do we – or should we – have a reasonable expectation of privacy?
Guest Speaker	TBD – corporate executive

13. <u>Conclusion</u> – <i>November 21</i>	Living in hindsight
Guest Speaker	None
14. <u>Final Paper</u>	TBD